

RECORDATION NO. 23765-K FILED

AUG 12 '03

2-08 PM

1A UPS NEXT DAY AIR

SURFACE TRANSPORTATION BOARD

August 11, 2003

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of Amendment No. 1 to Memorandum of Lease, dated October 15, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 23765.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is (100) 50' 6" A.A.R. Class XP, Plate F, boxcars equipped with a single 12' plug door with CN marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows:

Amendment No. 1 to Memorandum of Lease covering substitution of cars within group of (100) 50' 6" A.A.R. Class XP, Plate F, boxcars equipped with a single 12' plug door with CN marks (see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager of Documentation

Enclosures

(CN051/051A)

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ASSGN. NO. CN051/A

SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1 TO MEMORANDUM OF LEASE

THIS AMENDMENT NO. 1 TO MEMORANDUM OF LEASE (the "Amendment to Memorandum") is made and entered into as of this the 15th day of October, 2002 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 16, 1994, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 8 (and the Lease) (the "Memorandum") was i) filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on December 17, 2001 at 2:07 p.m. with primary recordation number 23765 and ii) deposited at the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on December 21, 2001 at 11:08 a.m.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) The Memorandum is hereby amended by deleting Exhibit A thereto and substituting Exhibit A to this Amendment of Memorandum therefor;
- b) **Without further action, or recordation, being required, effective October 1, 2003 the Mermorandum, as amended by this Amendment of Memorandum, shall terminate and have no further force or effect;**
- c) Except as amended hereby, the terms and conditions of the Memorandum remain in full force and effect.

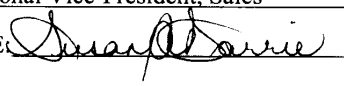
IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: Susan A. Barrie

TITLE: Regional Vice-President, Sales

SIGNATURE: 

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Danielle Lord, a Commissioner of Oaths of the Province and District aforesaid, certify that Susan A. Barrie personally appeared before me on July 28, 2003 and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of July, 2003.

My Commission Expires:

May 28, 2004

Danielle Lord
Commissioner of Oaths



LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

NAME: John A.N. Lamont

TITLE: Senior Manager – Asset Finance

SIGNATURE: 

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Danielle Lord, a Commissioner of Oaths of the Province and District aforesaid, certify that John A.N. Lamont personally appeared before me on July 28, 2003 and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of July, 2003.

My Commission Expires:

May 28, 2004

Danielle Lord
Commissioner of Oaths

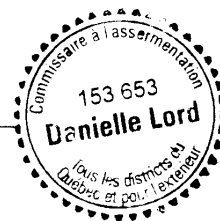


EXHIBIT A – AMENDMENT NO. 1 TO MEMORANDUM OF LEASE

NO. OF CARS: One hundred (100)

DESCRIPTION OF CARS: 50'6", A.A.R. Class XP, Plate F, Box Cars equipped with a single 12' plug door.

CAR NUMBERS:

CNA 406800	CNA 406835	CNA 406870
CNA 406801	CNA 406836	CNA 406871
CNA 406802	CNA 406837	CNA 406872
CNA 406803	CNA 406838	CNA 406873
CNA 406805	CNA 406839	CNA 406874
CNA 406806	CNA 406840	CNA 406875
CNA 406807	CNA 406841	CNA 406876
CNA 406808	CNA 406842	CNA 406877
CNA 406809	CNA 406843	CNA 406878
CNA 406810	CNA 406844	CNA 406879
CNA 406811	CNA 406845	CNA 406880
CNA 406812	CNA 406846	CNA 406881
CNA 406813	CNA 406847	CNA 406882
CNA 406814	CNA 406848	CNA 406883
CNA 406815	CNA 406849	CNA 406884
CNA 406816	CNA 406850	CNA 406885
CNA 406817	CNA 406852	CNA 406886
CNA 406818	CNA 406853	CNA 406887
CNA 406819	CNA 406854	CNA 406888
CNA 406820	CNA 406855	CNA 406889
CNA 406821	CNA 406856	CNA 406890
CNA 406822	CNA 406857	CNA 406891
CNA 406823	CNA 406858	CNA 406892
CNA 406824	CNA 406859	CNA 406893
CNA 406825	CNA 406860	CNA 406894
CNA 406826	CNA 406861	CNA 406896
CNA 406827	CNA 406862	CNA 406897
CNA 406828	CNA 406863	CNA 406898
CNA 406829	CNA 406864	CNA 406899
CNA 406830	CNA 406865	CNA 406270
CNA 406831	CNA 406866	CNA 406271
CNA 406832	CNA 406867	CNA 406272
CNA 406833	CNA 406868	Count: 100
CNA 406834	CNA 406869	